

VICENTE SEDERBERG

BOSTON | DENVER | JACKSONVILLE | LOS ANGELES LLC

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February 5, 2019

Cannabis Control Commission
Medical Use of Marijuana Program
101 Federal Street, 13th Floor
Boston, MA 02110

Re: Response to the Commission's February 1, 2019 Request for Information for Emerald Grove, Inc.

To Whom It May Concern:

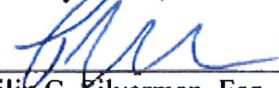
On behalf of Emerald Grove, Inc. ("Emerald Grove") we are writing in response to the Medical Use of Marijuana Program's (the "Program") February 1, 2019 Request for Information. The Program requested the following information and Emerald Grove responds in kind:

1. **Program Request:** *The applicant provided an amended Binding Letter of Intent/Option Lease and deed to demonstrate that title for the Middleborough site is held by JSC Holdings, LLC and not Celiberti Realty, LLC. However, the Option Period for the Middleborough site expired on March 31, 2018, as well as the two additional one-month periods allowed under the Option to Lease. Please submit the fully executed lease for the Middleborough site, or proof that Emerald Grove, Inc. extended the Option Period further.*

Emerald Grove Response: The Amended Binding Letter of Intent/Option to Lease previously provided to the Program contained a typographical error which erroneously stated the expiration date of the option to be March 31, 2018. Enclosed please find a Second Amended Binding Letter of Intent/Option to Lease (the "Second Amended LOI") which states the correct expiration date of March 31, 2019. Thus, combined with the ability of the applicant to obtain an additional two months to exercise the Option set forth therein, the applicant's Second Amended LOI may be extended through May 31, 2019.

Thank you for your attention to this matter.

Sincerely Yours,



Philip C. Silverman, Esq.

SECOND AMENDED BINDING LETTER OF INTENT / OPTION TO LEASE

February 5, 2019

JSC Holdings, LLC.
33A Mystic Avenue
Medford, MA 02155

**RE: BINDING LETTER OF INTENT / OPTION TO LEASE REAL ESTATE AT 355 WAREHAM STREET,
MIDDLEBOROUGH, MA**

Dear Sir/Madam:

This Binding Letter of Intent/Option to Lease ("LOI") is for the leasing of a property located at 355 Wareham Street, Middleborough, MA.

LANDLORD:	JSC Holdings, LLC., 33A Mystic Avenue, Medford, MA 02155
TENANT:	Emerald Grove, Inc., 31 Sadies Way, Harwich, MA 02645
PREMISES:	Land and a 7,500 square foot building to be constructed thereon and associated parking located at 355 Wareham Street, Middleborough, MA (collectively, the "Premises"). The site plan and building concept are attached hereto as Exhibit A and B, respectively.
EXCLUSIVE USE:	Tenant shall have the exclusive use of the Premises for the operation of a cultivation and processing facility for Registered Marijuana Dispensary ("RMD") and Adult-use Marijuana Dispensary ("AMD").
TERM OF LEASE:	Six (6) year initial term, with two (2) five-year options to renew, such options to renew exercisable at Tenant's sole discretion (the "Lease Term" or "Term of Lease"). To extend the lease, Tenant must give Landlord due notice of its option to renew; with 120 days notice prior to the expiration of the current term.
OPTION PERIOD:	For a period of time extending from full execution of this LOI through March 31, 2019 (the "Option Period"), Tenant shall have the exclusive right and option to lease the Premises from Landlord (the "Option to Lease"). Such Option to Lease shall be exercised, if at all, upon written notice to Landlord given prior to the expiration of the Option Period. During the Option Period, Tenant shall use due diligence to obtain state and local approvals needed to use the Premises as a marijuana cultivation/processing RMD and AMD. Tenant shall have the right to extend the Option Period for two additional one-month periods by making additional Monthly Option Payments, as defined herein, prior to the expiration of the current Option Period, as it may have been extended.

If the terms and conditions are acceptable, please execute this LOI in the space provided below and return a copy by Feb 5, 2019.

AGREED & ACCEPTED: LANDLORD / JSC HOLDINGS, LLC

Signature: [Signature]

Name: Umberto Celis

Title: Manager

Date: 2/5/19

AGREED & ACCEPTED: TENANT / EMERALD GROVE, INC.

Signature: [Signature]

Name: Alex Jaramila

Title: CEO

Date: 2-5-19